

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

YELLOW CORPORATION, *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 23-11069 (CTG)
)
) (Jointly Administered)
)
)
) **Re: Docket No. 16**

**CERTIFICATION OF COUNSEL REGARDING REVISED
INTERIM UST CASH COLLATERAL AND ADEQUATE PROTECTION ORDER
(I) AUTHORIZING THE DEBTORS TO (A) USE UST CASH COLLATERAL AND ALL
OTHER PREPETITION UST COLLATERAL, (II) GRANTING ADEQUATE
PROTECTION, (III) MODIFYING THE AUTOMATIC STAY, (IV) SCHEDULING A
FINAL HEARING, AND (V) GRANTING RELATED RELIEF**

The undersigned hereby certifies that:

1. On August 7, 2023, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Motion of Debtors for Entry of Interim and Final Orders (I) Authorizing the Debtors to (A) Obtain Postpetition Financing and (B) Utilize Cash Collateral, (II) Granting Liens and Superpriority Administrative Expense Claims, (III) Modifying the Automatic Stay, (IV) Authorizing the Debtors to Use UST Cash Collateral, (V) Granting Adequate Protection, (VI) Scheduling a Final Hearing, and (VII) Granting Related Relief* [Docket No. 16] (the “Motion”), which attached proposed interim orders regarding DIP financing and the use of cash collateral (the “Proposed Interim DIP and Cash Collateral Order”) and use of cash collateral of the Prepetition UST Secured Parties (the “Proposed Interim UST Cash Collateral Order”).

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://dm.epiq11.com/YellowCorporation>. The location of Debtors’ principal place of business and the Debtors’ service address in these chapter 11 cases is: 11500 Outlook Street, Suite 400, Overland Park, Kansas 66211.

2. On August 9, 2023, the Debtors filed the *Notice of Revised Cash Collateral Budget* [Docket No. 156] attaching a revised interim cash collateral budget (the “Revised CC Budget”).

3. On August 10, 2023, the Court entered the *Interim Order (I) Authorizing the Debtors to (A) Use Cash Collateral, and (B) Grant Liens and Superpriority Administrative Expense Claims, (II) Granting Adequate Protection to Certain Prepetition Secured Parties, (III) Modifying the Automatic Stay, and (IV) Granting Related Relief* [Docket No. 181] (the “Interim Cash Collateral Order”).

4. On August 17, 2023, the Court conducted a further status conference hearing (the “Hearing”) regarding the status and submissions of a revised Proposed Interim DIP and Cash Collateral Order and a revised Proposed Interim UST Cash Collateral Order. At the Hearing, the Debtors advised that they were working to document and obtain approvals from necessary parties and would submit agreed forms of revised orders under certification of counsel.

5. Attached hereto as **Exhibit A** is a revised Proposed Interim UST Cash Collateral Order (the “Revised Order”), as agreed to by the Junior DIP Lender, the Prepetition ABL Secured Parties, the Prepetition B-2 Secured Parties, and the Prepetition UST Secured Parties. The Office of the United States Trustee objects to the provisions in paragraphs 7(c)(ii) and 7(d)(ii) that section 507(b) claims can be payable, upon entry of an Interim Order, from Avoidance Action Proceeds (whereas, liens attaching to Avoidance Action Proceeds would be subject to a Final Order).

6. As of the filing of this certification, the Debtors have not circulated the Revised Order to the Official Committee of Unsecured Creditors (the “Committee”). Concurrently

herewith, the Debtors are also filing a certification of counsel regarding a revised Proposed Interim DIP and Cash Collateral Order.

7. Attached hereto as **Exhibit B** is a redline reflecting changes made to this Revised Order as compared against the Proposed Interim UST Cash Collateral Order originally filed with the Motion.

8. The Debtors respectfully request entry of the Revised Order at the Court's earliest convenience.

Dated: August 18, 2023
Wilmington, Delaware

/s/ Laura Davis Jones

Laura Davis Jones (DE Bar No. 2436)

Timothy P. Cairns (DE Bar No. 4228)

Peter J. Keane (DE Bar No. 5503)

Edward Corma (DE Bar No. 6718)

PACHULSKI STANG ZIEHL & JONES LLP

919 North Market Street, 17th Floor

P.O. Box 8705

Wilmington, Delaware 19801

Telephone: (302) 652-4100

Facsimile: (302) 652-4400

Email: ljones@pszjlaw.com
tcairns@pszjlaw.com
pkeane@pszjlaw.com
ecorma@pszjlaw.com

Patrick J. Nash Jr., P.C. (admitted *pro hac vice*)

David Seligman, P.C. (admitted *pro hac vice*)

Whitney Fogelberg (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

300 North LaSalle

Chicago, Illinois 60654

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: patrick.nash@kirkland.com
david.seligman@kirkland.com
whitney.fogelberg@kirkland.com

-and-

Allyson B. Smith (admitted *pro hac vice*)

KIRKLAND & ELLIS LLP

KIRKLAND & ELLIS INTERNATIONAL LLP

601 Lexington Avenue

New York, New York 10022

Telephone: (212) 446-4800

Facsimile: (212) 446-4900

Email: allyson.smith@kirkland.com

Proposed Co-Counsel for the Debtors and Debtors in Possession